

**I-REMIT, INC.**  
**INFORMATION TECHNOLOGY STEERING COMMITTEE CHARTER**

**I. Purpose and Objectives**

The Information Technology Steering Committee (“ITSC”) is constituted to assist the Board of Directors (“Board”) of I-Remit, Inc. (“Company”) in exercising its oversight function in relation to information technology (“IT”) and ensuring that IT risks are understood and properly managed.

**II. Organization and Composition**

The Board may, by resolution or resolutions passed by a majority of its members, create the Information Technology Steering Committee which shall be comprised of at least three (3) members which at the minimum shall consist of a non-executive Board director who shall oversee the Company’s IT function, the head of the IT group, and the highest rank officer who oversees the business user groups. The heads of control groups shall participate in the ITSC meetings in an advisory capacity only. The members of the ITSC shall be appointed by the Board. The Board shall have the power to change the members of the ITSC at any time, to fill vacancies therein and to discharge or dissolve the ITSC with or without cause. The Board shall appoint the Chairman of the ITSC.

**III. Authority and Responsibilities**

1. The ITSC shall ensure the development of an IT strategic plan that is aligned with the Company’s business strategy and that will promote optimization of resources, enhance IT value delivery, and enable effective measurement of performance.
2. The ITSC shall ensure the formulation of an IT risk management framework and the implementation of an IT risk management system.
3. The ITSC shall ensure the alignment of all IT initiatives across the Company, review the status of major IT projects, prioritize IT activities, and review and formulate recommendations on major IT investments.
4. The ITSC shall review all incidents of breaches of or attempts to breach the Company’s information security systems.
5. The ITSC, in the performance of its functions, may obtain advice and assistance from internal or external legal, accounting, technology, or other advisors and recommend approval of the fees and other retention terms related to any such external counsel, consultants, and advisors to the Board.

6. In consultation with senior management, oversee regulatory compliance with respect to information technology.
7. The ITSC shall annually review and assess its performance.
8. All actions of the ITSC shall be reduced into minutes and reported to the Board at the next meeting following such action.
9. The ITSC shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### **IV. Meetings and Quorum**

1. A majority of the members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the ITSC. Each member shall have one (1) vote.
2. Regular meetings may be held at such time and place and upon such notice, if any, as the ITSC may prescribe. Special meetings may be called for by the Chairman of the ITSC or by request of a majority of the ITSC members with at least one day notice of the time and place of the meeting, given personally or by letter, telegram, telephone, electronic mail, short messaging system, or facsimile. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting.

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY ) S.S.

**SECRETARY'S CERTIFICATE**

**ANNA FRANCESCA C. RESPICIO**, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Corporate Secretary of **I-REMIT, INC.** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that during the meeting of the Board of Directors of the Corporation held on 27 June 2014, the following resolution was approved:

**RESOLUTION NO. 28-14**

"RESOLVED, that **I-REMIT, INC.** (the 'Corporation') approve, as it hereby approves the charters of the following committees:

1. Finance Committee;
2. Bids and Awards Committee; and
3. Information Technology Steering Committee."

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 07 day of July 2014 at Pasig City, Metro Manila.

JUL 07 2014

**ANNA FRANCESCA C. RESPICIO**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 07 day of July 2014 at Pasig City, affiant exhibiting to me her Community Tax Certificate No. 34260627 issued on 13 January 2014 at Manila and TIN 419-191-112 as her competent evidence of identity.

JUL 07 2014

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Series of 2014.

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**ROBIN BRYAN F. CONCEPCION**  
Notary Public for  
Pasig City, San Juan, Taguig & Pateros  
Appointment No. 295 (2013-2014)  
Commission Expires on December 31, 2014  
2704 East Tower, PSE Centre, Exchange Road  
Ortigas Center, 1905 Pasig City  
PTR No. 944373, Exp. 02/28/2014 / Pasig City  
IBP No. 94535, Exp. 07/27/2013, Cavite  
Roll No. 62424